

SH01

Return of allotment of shares



You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

☒ What this form is for
You may use this form to give
notice of shares allotted following
incorporation.

☐ What this form is NOT for
You cannot use this form to
give notice of shares taken by
you on formation of the company
for an allotment of a new class of
shares by an unlimited company.

TUESDAY



A06 *A5A4ND49* 28/06/2016 #262
COMPANIES HOUSE

1 Company details

Company number 1 0 0 6 4 2 2 9

Company name in full SYDNEY TOPCO LIMITED

Filing in this form
Please complete in typescript or in
bold black capitals.
All fields are mandatory unless
specified or indicated by *

2 Allotment dates

From Date d 0 d 1 m 0 m 6 y 2 y 0 y 1 y 6
To Date d d m m y y y y

Allotment date
If all shares were allotted on the
same day enter that date in the
'from date' box. If shares were
allotted over a period of time,
complete both 'from date' and 'to
date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares.
(Please use a continuation page if necessary.)

Currency
If currency details are not
completed we will assume currency
is in pound sterling.

Class of shares (E.g. Ordinary/Preference etc.)	Currency	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
A preferred ordinary	Sterling	3,630,713	0.01	1.00	
B preferred ordinary	Sterling	3,509,384	0.01	1.00	
See continuation sheet					

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted.

Continuation page
Please use a continuation page if
necessary.

Details of non-cash
consideration.

If a PLC, please attach
valuation report (if
appropriate)

The 3,509,384 B preferred ordinary shares were allotted by the Company in
exchange for £3,509,384 unsecured fixed rate loan notes 2021 created by
Sydney Bidco Limited (company no. 09959559) on 1 June 2016 (the "Exchange
Loan Notes").

The 116,322 C preferred ordinary shares were allotted by the Company in
exchange for £116,322 Exchange Loan Notes.

Shares allotted

2 Currency
If currency details are not completed we will assume currency is in pound sterling.

CHFP000
03/11 Version 5.0

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Statement of capital

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return.

4 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 4 and then go to Section 7.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ②	Amount (if any) unpaid on each share ③	Number of shares ②	Aggregate nominal value ③
A preferred ordinary	1.00	N/A	3,630,813	£ 36308.13
B preferred ordinary	1.00	N/A	3,509,384	£ 35093.84
C preferred ordinary	1.00	N/A	116,322	£ 1163.22
See continuation sheet				£
Totals			7256519	£ 72565.19

5 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies.
Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share	Amount (if any) unpaid on each share	Number of shares	Aggregate nominal value
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share	Amount (if any) unpaid on each share	Number of shares	Aggregate nominal value
Totals				

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares

Total aggregate
nominal value ④

④ Total aggregate nominal value
Please list total aggregate values in
different currencies separately. For
example: £100 + €100 + \$10 etc.

① Including both the nominal value and any
share premium.

③ E.g. Number of shares issued multiplied by
nominal value of each share.

② Total number of issued shares in this class.

Continuation Pages
Please use a Statement of Capital continuation
page if necessary.

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

Currency		£		
Class of shares (E.g. Ordinary/preference etc.)	Amount paid up on each share	Amount (if any) unpaid on each share	Number of shares	Aggregate nominal value
D ordinary	0.001	N/A	299,647	299.65
E ordinary	0.001	N/A	100,000	100.00

43. E.g. Number of shares issued multiplied by nominal value of each share.

② Total number of issued shares in this class.

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Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section 4** and **Section 5**.

Prescribed particulars of rights attached to shares

The particulars are:

- a particulars of any voting rights, including rights that arise only in certain circumstances;
- b particulars of any rights, as respects dividends, to participate in a distribution;
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

Class of share

See continuation sheet

Prescribed particulars

Class of share

Prescribed particulars

Class of share

Prescribed particulars

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Signature

I am signing this form on behalf of the company.

Signature

Signature

×  ×

This form may be signed by:

Director, Secretary, Person authorised, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

Societas Europaea

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

Person authorised

Under either section 270 or 274 of the Companies Act 2006.

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	A preferred ordinary
Prescribed particulars	<p>Defined terms shall have the same meaning as given to them in the Articles of Association of Sydney Topco Limited.</p> <p>Voting - A preferred ordinary shares rank equally for voting purposes. On a show of hands, every member present shall have one vote and on a poll, every member shall have one vote for each share of which he is the holder.</p> <p>Dividend Rights - The holders of the A preferred ordinary, B preferred ordinary and C preferred ordinary shares are entitled to receive, in priority to any payment by way of dividend to the holders of any other classes of share, a cumulative preferential dividend (Preferred Dividend) at the rate of 10% per annum on the aggregate of (i) the amount Credited as Paid Up on the shares respectively held by them, and (ii) if on any Preferred Dividend Due Date, all amounts of accrued but unpaid Preferred Dividend are not declared and paid in cash, the cumulative amount of such accrued Preferred Dividend until the same is declared and paid in cash.</p> <p>Return of Capital - On any Capital Event, the total of all and any consideration received or receivable by the Shareholders shall be applied:</p> <p>(i) first, in paying to the Preferred Ordinary Shareholders pro rata to the nominal value of Preferred Ordinary Shares held by them, all unpaid arrears and accruals of Preferred Dividend;</p> <p>(ii) secondly, in paying to the Preferred Ordinary Shareholders pro rata to the nominal value of the Preferred Ordinary Shares held by them, a sum equal to the amounts Credited as Paid Up on each Preferred Ordinary Share;</p> <p>(iii) thirdly, in paying to the Preferred Ordinary Shareholders and the Ordinary Shareholders (excluding the holders of the E ordinary shares) pro rata to the nominal value of such shares, as if they constituted one class of share, the excess above the amounts paid under (i) and (ii) above, until the holders of the A preferred shares have received a Money Multiple of 3; and</p> <p>(iv) lastly in paying to the Preferred Ordinary Shareholders and Ordinary Shareholders (excluding the holders of the E ordinary shares) pro rata to the nominal value of such shares, as if they constituted one class, the excess above the amounts paid under (i) to (iii) above, provided that the amount to which the holders of the A preferred ordinary shares would otherwise be entitled to receive, shall be reduced by the Ratchet Amount and the amount to which the B preferred ordinary shares would otherwise be entitled to receive, shall be increased by the Ratchet Amount.</p> <p>Redemption - The A preferred ordinary shares are not redeemable.</p>

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B preferred ordinary	
Prescribed particulars	<p>Defined terms shall have the same meaning as given to them in the Articles of Association of Sydney Topco Limited.</p> <p>Voting - B preferred ordinary shares rank equally for voting purposes. On a show of hands, every member present shall have one vote and on a poll, every member shall have one vote for each share of which he is the holder.</p> <p>Dividend Rights - The holders of the A preferred ordinary, B preferred ordinary and C preferred ordinary shares are entitled to receive, in priority to any payment by way of dividend to the holders of any other classes of share, a cumulative preferential dividend (Preferred Dividend) at the rate of 10% per annum on the aggregate of (i) the amount Credited as Paid Up on the shares respectively held by them, and (ii) if on any Preferred Dividend Due Date, all amounts of accrued but unpaid Preferred Dividend are not declared and paid in cash, the cumulative amount of such accrued Preferred Dividend until the same is declared and paid in cash. However, the amount which the holders of the B preferred ordinary shares shall, as a class, be entitled to receive, shall be reduced by an amount equal to 1.42% of the Pre-E Income Entitlement.</p> <p>Return of Capital - Return of Capital - On any Capital Event, the total of all and any consideration received or receivable by the Shareholders shall be applied:</p> <p>(i) first, in paying to the Preferred Ordinary Shareholders pro rata to the nominal value of Preferred Ordinary Shares held by them, all unpaid arrears and accruals of Preferred Dividend;</p> <p>(ii) secondly, in paying to the Preferred Ordinary Shareholders pro rata to the nominal value of the Preferred Ordinary Shares held by them, a sum equal to the amounts Credited as Paid Up on each Preferred Ordinary Share;</p> <p>(iii) thirdly, in paying to the Preferred Ordinary Shareholders and the Ordinary Shareholders (excluding the holders of the E ordinary shares) pro rata to the nominal value of such shares, as if they constituted one class of share, the excess above the amounts paid under (i) and (ii) above, until the holders of the A preferred shares have received a Money Multiple of 3; and</p> <p>(iv) lastly, in paying to the Preferred Ordinary Shareholders and Ordinary Shareholders (excluding the holders of the E ordinary shares) pro rata to the nominal value of such shares, as if they constituted one class, the excess above the amounts paid under (i) to (iii) above, provided that the amount to which the holders of the A preferred ordinary shares would otherwise be entitled to receive, shall be reduced by the Ratchet Amount and the amount to which the B preferred ordinary shares would otherwise be entitled to receive, shall be increased by the Ratchet Amount. However, the amount which the holders of the B preferred ordinary shares shall, as a class, be entitled to receive, shall be reduced by an amount equal to 1.42% of the Pre-E Capital Entitlement.</p> <p>Redemption - The B preferred ordinary shares are not redeemable.</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	C preferred ordinary	
Prescribed particulars	<p>Defined terms shall have the same meaning as given to them in the Articles of Association of Sydney Topco Limited.</p> <p>Voting - The C preferred ordinary shares do not carry a right to receive notice of, attend or vote at any general meeting of the company, or to receive a copy of or agree to a proposed written resolution.</p> <p>Dividend Rights - The holders of the A preferred ordinary, B preferred ordinary and C preferred ordinary shares are entitled to receive, in priority to any payment by way of dividend to the holders of any other classes of share, a cumulative preferential dividend (Preferred Dividend) at the rate of 10% per annum on the aggregate of (i) the amount Credited as Paid Up on the shares respectively held by them, and (ii) if on any Preferred Dividend Due Date, all amounts of accrued but unpaid Preferred Dividend are not declared and paid in cash, the cumulative amount of such accrued Preferred Dividend until the same is declared and paid in cash.</p> <p>Return of Capital - Return of Capital - On any Capital Event, the total of all and any consideration received or receivable by the Shareholders shall be applied:</p> <p>(i) first, in paying to the Preferred Ordinary Shareholders pro rata to the nominal value of Preferred Ordinary Shares held by them, all unpaid arrears and accruals of Preferred Dividend;</p> <p>(ii) secondly, in paying to the Preferred Ordinary Shareholders pro rata to the nominal value of the Preferred Ordinary Shares held by them, a sum equal to the amounts Credited as Paid Up on each Preferred Ordinary Share;</p> <p>(iii) thirdly, in paying to the Preferred Ordinary Shareholders and the Ordinary Shareholders (excluding the holders of the E ordinary shares) pro rata to the nominal value of such shares, as if they constituted one class of share, the excess above the amounts paid under (i) and (ii) above, until the holders of the A preferred shares have received a Money Multiple of 3; and</p> <p>(iv) lastly, in paying to the Preferred Ordinary Shareholders and Ordinary Shareholders (excluding the holders of the E ordinary shares) pro rata to the nominal value of such shares, as if they constituted one class, the excess above the amounts paid under (i) to (iii) above, provided that the amount to which the holders of the A preferred ordinary shares would otherwise be entitled to receive, shall be reduced by the Ratchet Amount and the amount to which the B preferred ordinary shares would otherwise be entitled to receive shall be increased by the Ratchet Amount.</p> <p>Redemption - The C preferred ordinary shares are not redeemable.</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	D ordinary	
Prescribed particulars	<p>Defined terms shall have the same meaning as given to them in the Articles of Association of Sydney Topco Limited.</p> <p>Voting - The D ordinary shares do not carry a right to receive notice of, attend or vote at any general meeting of the company, or to receive a copy of or agree to a proposed written resolution.</p> <p>Dividend Rights - The board, with Investor Consent, may determine that the D ordinary shares shall be entitled to either (i) receive any distribution of profits by way of dividend as if each D ordinary share were a Preferred Ordinary Share or (ii) receive a separate distribution of profits by way of dividend provided that the Company has in respect of the present and all previous Accounting Periods, paid in full the Preferred Dividend, together with all Arrears and the Company has paid in full such dividends previously declared to the Preferred Ordinary Shareholders.</p> <p>Return of Capital - Return of Capital - On any Capital Event, the total of all and any consideration received or receivable by the Shareholders shall be applied:</p> <p>(i) first, in paying to the Preferred Ordinary Shareholders pro rata to the nominal value of Preferred Ordinary Shares held by them, all unpaid arrears and accruals of Preferred Dividend;</p> <p>(ii) secondly, in paying to the Preferred Ordinary Shareholders pro rata to the nominal value of the Preferred Ordinary Shares held by them, a sum equal to the amounts Credited as Paid Up on each Preferred Ordinary Share;</p> <p>(iii) thirdly, in paying to the Preferred Ordinary Shareholders and the Ordinary Shareholders (excluding the holders of the E ordinary shares) pro rata to the nominal value of such shares, as if they constituted one class of share, the excess above the amounts paid under (i) and (ii) above, until the holders of the A preferred shares have received a Money Multiple of 3; and</p> <p>(iv) lastly, in paying to the Preferred Ordinary Shareholders and Ordinary Shareholders (excluding the holders of the E ordinary shares) pro rata to the nominal value of such shares, as if they constituted one class, the excess above the amounts paid under (i) to (iii) above, provided that the amount to which the holders of the A preferred ordinary shares would otherwise be entitled to receive, shall be reduced by the Ratchet Amount and the amount to which the B preferred ordinary shares would otherwise be entitled to receive, shall be increased by the Ratchet Amount.</p> <p>Redemption - The D ordinary shares are not redeemable.</p>	

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share.	E ordinary	
Prescribed particulars	<p>Defined terms shall have the same meaning as given to them in the Articles of Association of Sydney Topco Limited.</p> <p>Voting - The E ordinary shares do not carry a right to receive notice of, attend or vote at any general meeting of the company, or to receive a copy of or agree to a proposed written resolution.</p> <p>Dividend Rights - An amount equal to the E Income Allocation shall be paid to the holders of the E ordinary shares pro rata to the nominal value of E ordinary shares respectively held by them in the event that the holders of the B preferred ordinary shares have a dividend entitlement.</p> <p>Return of Capital - On any Capital Event, an amount equal to the E Capital Allocation shall be paid to the holders of the E ordinary shares pro rata to the nominal value of the E ordinary shares respectively held by them.</p> <p>Redemption - The E ordinary shares are not redeemable.</p>	

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Helen Hutchinson

Company name

Charles Russell Speechlys LLP

Address

5 Fleet Place

Post town

London

County/Region

Postcode

E

C

4

M

7

R

D

Country

DX

London 19 - Chancery Lane

Telephone

020 7427 6604



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the appropriate sections of the Statement of Capital.
- ☐ You have signed the form.



Important information

Please note that all information on this form will appear on the public record.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

